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April 27, 1987

RECORDATION NO. 14868

Filed & Recorded

APR 27 1987 3:55 PM

*NOT ADMITTED IN D.C.
**ADMITTED IN MD.

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION BY HAND

No. 7-117A100

APR 27 1987

Date

Fee \$ 10.00

Dear Ms. McGee:

ICC Washington, D. C.

I have enclosed an original and one verified counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

This document is a supplement to a mortgage, a secondary document, dated April 23, 1987.

The primary document to which this is connected is recorded under Recordation No. 14868.

The names and addresses of the parties to the document are as follows:

Mortgagor: Chicago, Central & Pacific Railroad
Company
Chicago Central Building
501 Sycamore, Suite 400
P.O. Box 1800
Waterloo, Iowa 50704

Mortgagee: General Electric Credit Corporation
1600 Summer Street
Stamford, Connecticut 06904

100 OFFICE OF
THE SECRETARY
APR 27 3 50 PM '87
MOTOR OPERATING UNIT

Received by Noreta R. McGee

Ms. Noretta R. McGee

-2-

April 27, 1987

A description of the equipment covered by this document follows:

(a) Thirty-nine 89'4" flatcars equipped with two GATX-type knock-down hitches per car and 70-T roller bearing trucks, rebuilt in 1982, with AAR mechanical designation FC, AAR car type code P812, and numbered consecutively from CC 654000 to CC 654038; and (b) seven airslide covered hopper cars bearing Gulf, Mobile and Ohio marks and numbered 85019, 85022, 85024, 85028, 85029, 85035 and 85045.

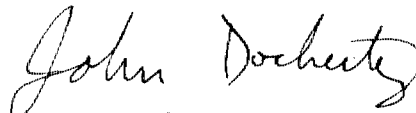
A check drawn to the order of the Interstate Commerce Commission in the amount of ten dollars is enclosed for the fee. Please return the original and any extra copies not needed by the Commission for recordation to:

John Docherty, Esq.
Weiner, McCaffrey, Brodsky & Kaplan, P.C.
Suite 800
1350 New York Avenue, N.W.
Washington, D.C. 20005-4797

A short summary of the document to appear in the index follows:

Second Supplement to Annex I of Mortgage with Recordation No. 14868, dated April 23, 1987 and covering thirty-nine 89'4" flatcars equipped with two GATX-type knock-down hitches per car and 70-T roller bearing trucks, rebuilt in 1982, with AAR mechanical designation FC, AAR car type code P812, and numbered consecutively from CC 65400 to CC 654038, and seven airslide covered hopper cars bearing Gulf, Mobile and Ohio marks and numbered 85019, 85022, 85024, 85028, 85029, 85035 and 85045.

Very truly yours,


John Docherty

JD/md/8821D/6560
Enclosures

RECORDATION NO. 14868-C Filed & Recorded
APR 27 1987 3-55 PM
INTERSTATE COMMERCE COMMISSION

SECOND SUPPLEMENT TO ANNEX I OF THE MORTGAGE

WHEREAS CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY ("Railway Company") has executed a Mortgage, Assignment, Security Agreement and Financing Statement ("Mortgage") dated as of December 23, 1985, in favor of GENERAL ELECTRIC CREDIT CORPORATION ("Mortgagee") in order to secure the Obligations (as defined in the Mortgage); and

WHEREAS the Granting Clauses of the Mortgage include as Collateral (as defined in the Mortgage) any and all property and rights, of every kind and description, including all equipment acquired by the Railway Company after the time of execution of the Mortgage; and

WHEREAS the Railway Company has, subsequent to execution of the Mortgage, acquired certain equipment described as:

(a) thirty-nine 89'4" flatcars equipped with two GATX-type knock-down hitches per car and 70-T roller bearing trucks, rebuilt in 1982, with AAR mechanical designation FC, AAR car type code P812, and numbered consecutively from CC 654000 to CC 654038; and (b) seven airslide covered hopper cars bearing Gulf, Mobile and Ohio marks and numbered 85019, 85022, 85024, 85028, 85029, 85035 and 85045; and

WHEREAS the Railway Company acknowledges that such equipment is subject to the Mortgage by virtue of the above-mentioned after-acquired property clause; and

WHEREAS the Railway Company desires to evidence that such equipment is subject to the lien of the Mortgage by supplementing Annex I to the mortgage to identify such equipment and desires to perfect the Mortgagee's security interest therein and lien thereon by filing this Supplement pursuant to Section 1.4 of the Mortgage;

NOW, THEREFORE, WITNESSETH the Railway Company hereby supplements Annex I to the Mortgage; and Annex I to the Mortgage is hereby supplemented to include as additional collateral, without limiting or otherwise affecting the Mortgagee's lien on and security interest in the other collateral subject to the Mortgage, the equipment identified below.

Seven airslide covered hopper cars, as follows:

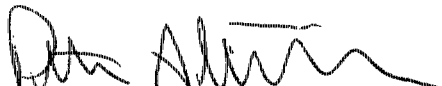
<u>Numbers</u>	
GMO	85019
GMO	85022
GMO	85024
GMO	85028
GMO	85029
GMO	85035
GMO	85045.

Thirty-nine 89'4" flatcars equipped with two GATX-type knock-down hitches per car and 70-T roller bearing trucks, rebuilt in 1982, with AAR mechanical designation FC and AAR car type code P812, as follows:

Numbers

CC	654001	CC	654016	CC	654031
CC	654002	CC	654017	CC	654032
CC	654003	CC	654018	CC	654033
CC	654004	CC	654019	CC	654034
CC	654005	CC	654020	CC	654035
CC	654006	CC	654021	CC	654036
CC	654007	CC	654022	CC	654037
CC	654008	CC	654023	CC	654038
CC	654009	CC	654024		
CC	654010	CC	654025		
CC	654011	CC	654026		
CC	654012	CC	654027		
CC	654013	CC	654028		
CC	654014	CC	654029		
CC	654015	CC	654030		

CHICAGO, CENTRAL & PACIFIC
RAILROAD COMPANY

BY: 

NAME: Peter A. Gilbertson


TITLE: Vice President - Corporate Planning

DATE: April 23, 1987

8776D/6560-1

STATE OF IOWA)
 { ss:
COUNTY OF BLACKHAWK)

Sworn to and subscribed before me
this 23rd day of April, 1987.


Notary Public

My Commission expires October 13, 1988